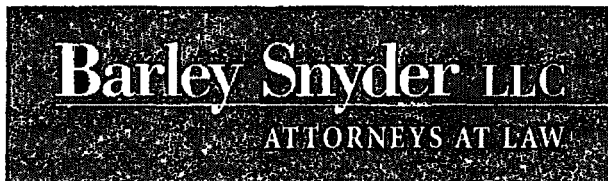


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February 27, 2012

Cynthia T. Brown, Chief  
Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

ENTERED  
Office of Proceedings

FEB 27 2012

Part of  
Public Record

Re: Stewartstown Railroad Company  
Adverse Abandonment – York County, PA  
STB Docket No. AB – 1071

Dear Ms. Brown:

The Stewartstown Railroad Company (SRR) agrees to negotiation of interim trail use/rail banking with the York County Rail Trail Authority for its entire rail line extending from MP 0.0 at New Freedom, PA to MP 7.4 at Stewartstown, PA or any portion thereof conditional upon the following:

1. Stewartstown Railroad Company is permitted to continue negotiations with a prospective purchaser of a portion of its rail line for continued rail service with such transaction, if consummated, taking precedence over interim trail use/rail banking negotiations.
2. Issuance of a Certificate or Notice of Interim Trail Use is predicated upon SRR's belief and understanding that it has fee simple ownership of the real property underlying the tracks.
3. If STB does, in fact, issue a decision granting adverse abandonment, a historic preservation condition is imposed barring any removal of track, structures, or any consummation of abandonment authorization until the completion of reviews required by Section 106 of the National Historic Preservation Act. Furthermore SRR requests that Preservation Pennsylvania be granted the consulting party status as requested in their filing of August 8, 2011 by letter dated July 28, 2011.

Sincerely,

Alex E. Snyder

AES/jaf:3492051\_1

cc: Keith G. O'Brien, Esquire  
Parties of Record